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*Electronically Filed - March 1, 2007*

Attorneys for Lenders Protection Group

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

—ooOoo—

In re:  
USA COMMERCIAL MORTGAGE  
COMPANY,

Debtor.

Case Nos.:  
BK-S-06-10725-LBR  
BK-S-06-10726-LBR  
BK-S-06-10727-LBR  
BK-S-06-10728-LBR  
BK-S-06-10729-LBR

In re:  
USA CAPITAL REALTY ADVISORS,  
LLC,

Debtor.

JOINTLY ADMINISTERED  
Chapter 11  
Hearing Date: March 1, 2007  
Hearing Time: 9:30 a.m.

In re:  
USA CAPITAL DIVERSIFIED TRUST  
DEED FUND, LLC,

Debtor.

**DECLARATION OF PAUL S. BENDER  
IN SUPPORT OF MOTION FOR  
LIMITED STAY PENDING APPEAL**

In re:  
USA FIRST TRUST DEED FUND, LLC,

Debtor.

In re: USA SECURITIES, LLC,  
Debtor.

Affects: All Debtors

PAULA S. BENDER

I, ~~Robert B. Bender~~, being first duly sworn, do depose and say under the penalty of perjury:

1. I am a creditor in the USA Commercial Mortgage Company ("USACM") bankruptcy case (BK-S-06-10725-LBR) with claims classified as A-4 (General Unsecured Claims) and A-5 (Direct Lender Compromise Claims) classified in Debtors' Third Amended Joint Chapter 11 Plan of Reorganization filed herein on November 15, 2006.

2. I have knowledge of and am competent to testify to the matters stated herein.

3. Attached hereto as Exhibit A are true and correct copies of the loan summary statement which I received from the Debtor.

4. As detailed in Exhibit A, the Debtors have taken and are holding my property, namely portions of post-petition payments made by third-party borrowers to me as a lender, which payments are processed by Debtor USACM, as a loan servicer.

I hereby swear under penalty of perjury that the assertions of this Declaration are true.

DATED: February 28, 2007

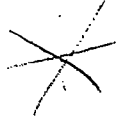
PAULA S. BENDER - IRA  
~~IRA~~

~~Robert B. Bender~~  
Legal Vesting Name

By: ~~Paula S. Bender~~

Name

declaration



**PAULA S. BENDER**

**Account #: 9903832**

**Account Detail On: 12/31/2006**

		Shares	Unit Price	Cost	Market Value
<b>Cash</b>	<b>% of Portfolio: 0.00%</b>				
Cash				0.00	0.00
<b>Other</b>					
<b>Real Estate</b>	<b>% of Portfolio: 92.17%</b>				
John & Carol King- Oak Shores II- \$15,150.000		250,000.00	1.0000	250,000.00	250,000.00
Lerin Hill Ltd		98,000.00	1.0000	98,000.00	98,000.00
<b>Real Estate Total</b>		<b>348,000.00</b>		<b>348,000.00</b>	<b>348,000.00</b>
<b>Tax Free</b>					
<b>Money Market - Tax Exempt</b>	<b>% of Portfolio: 7.83%</b>				
Money Market		29,570.81	1.0000	29,570.81	29,570.81
<b>Grand Total</b>		<b>377,570.81</b>		<b>377,570.81</b>	<b>377,570.81</b>

**INVESTMENT PRODUCTS: NOT FDIC INSURED \* NO BANK GUARANTEE \* MAY LOSE VALUE**

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## PAULA S. BENDER

**Account #: 9903832**
**Transactions Listing: 10/01/2006 to 12/31/2006**

### Cash Receipts

Posted		Income Cash	Principal Cash
	Dividend - Tax Free		
10/02/2006	Dividend - Tax Free of Money Market	0.00	23.49
11/01/2006	Dividend - Tax Free of Money Market	0.00	24.49
12/01/2006	Dividend - Tax Free of Money Market	0.00	24.27
12/29/2006	Dividend - Tax Free of Money Market	0.00	23.48
	Dividend - Tax Free Total	0.00	95.73

Posted		Income Cash	Principal Cash
	Interest - Mortgage		
10/24/2006	Interest - Mortgage of \$895.85 of John & Carol King- Oak Shores II- \$15,150.000	0.00	895.85
	Cash Receipts Total	0.00	991.58

### Cash Disbursements

Posted		Income Cash	Principal Cash
	Fee payment		
10/31/2006	Fees paid from account of \$2.24	0.00	-2.24
	Grand Total	0.00	-989.34

### Money Market Activity

	Income Cash	Principal Cash
Purchase	0.00	-991.58
Sale	0.00	2.24
Money Market Activity Total	0.00	-989.34